



# WEGMANS HOLDINGS BERHAD

Registration No. : 201701005154 (1219319 - D)

(Incorporated in Malaysia)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Third Annual General Meeting of **WEGMANS HOLDINGS BERHAD** ("the Company") will be held at BEI BOUTIQUE HOTEL, Centro Meeting Hall, Level 3, 8-3, Jalan Abdul Rahman, 84000 Muar, Johor Darul Takzim on Wednesday, 29 July 2020 at 11.00 a.m. to transact the following businesses:-

### AGENDA

#### AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the Reports of Directors and Auditors thereon.
- To approve the payment of Directors' fees and benefits up to RM240,000 for the financial year ending 31 December 2020 payable quarterly in arrears after each quarter of completed service of the Directors during the subject financial year. **(Ordinary Resolution 1)**
- To declare a final single tier dividend of 0.50 sen per ordinary share in respect of the financial year ended 31 December 2019. **(Ordinary Resolution 2)**
- To re-elect the following Directors who retire in accordance with Clause 90 of the Company's Constitution:-
  - Keh Wee Kiet **(Ordinary Resolution 3)**
  - Chan Foong Ping **(Ordinary Resolution 4)**
- To re-appoint Messrs Crowe Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 5)**

#### AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions with or without any modification as ordinary resolutions:-

#### 6. Proposed renewal of authority for Directors to allot and issue shares pursuant to Section 75 of the Companies Act 2016 ("the Act")

"THAT subject to the passing of the Special Resolution 1 and pursuant to Section 75 of the Act, the Additional Temporary Relief Measures to Listed Corporations for COVID-19, issued by Bursa Malaysia Securities Berhad ("Bursa Securities") on 16 April 2020 and approvals and requirements of the relevant governmental and/or regulatory authorities (where applicable), the Directors of the Company be hereby empowered pursuant to Section 75 of the Act, to allot and issue new ordinary shares in the Company, from time to time and upon such terms and conditions and for such purposes and to such persons whomsoever the Directors may, in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of shares to be issued during the preceding twelve (12) months does not exceed twenty percent (20%) of the total number of the issued shares of the Company for the time being AND THAT the Board of Directors be hereby also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Securities." **(Ordinary Resolution 6)**

#### 7. Proposed authority for the Company to purchase its own shares

"THAT, subject to compliance with the Act, the Constitution of the Company, the Main Market Listing Requirements of Bursa Securities and all other applicable laws, regulations and guidelines and the approvals of all relevant governmental and/or regulatory authorities, the Company be hereby given full authority, to seek shareholders' approval for the authority for the Company to purchase and/or such amount of ordinary shares in the Company ("Shares") through Bursa Securities upon such terms and conditions as the Directors may deem fit in the interest of the Company provided that:

- the aggregate number of Shares so purchased and/or held pursuant to this ordinary resolution ("Purchased Shares") does not exceed ten percent (10%) of the total issued share capital of the Company; and
- the maximum amount of funds to be allocated for the Purchased Shares shall not exceed the aggregate of the retained profits of the Company;

THAT the Directors be hereby authorised to decide at their discretion either to retain the Purchased Shares as treasury shares (as defined in Section 127 of the Act) and/or to cancel the Purchased Shares and/or to retain the Purchased Shares as treasury shares for distribution as share dividends to the shareholders of the Company and/or be resold through Bursa Securities in accordance with the relevant rules of Bursa Securities and/or cancelled subsequently and/or to retain part of the Purchased Shares as treasury shares and/or cancel the remainder and to deal with the Purchased Shares in such other manner as may be permitted by the Act, rules, regulations, guidelines, requirements and/or orders of Bursa Securities and any other relevant authorities for the time being in force;

AND THAT such approval and authorisation shall only continue to be in force until:

- the conclusion of the next Annual General Meeting ("AGM") of the Company following the general meeting at which such resolution was passed at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
  - the expiration of the period within which the next AGM after that date is required by law to be held; or
  - revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting,
- whichever occurs first;

AND FURTHER THAT the Directors of the Company be authorised to do all such acts and things (including, without limitation executing all such documents as may be required) as they may consider expedient or necessary to give full effect to this mandate." **(Ordinary Resolution 7)**

#### 8. Proposed amendments to the Constitution of the Company

"THAT the proposed amendments to the Constitution of the Company ("Proposed Amendments") as set out in the Appendix 1 attached to the Annual Report 2019 be hereby approved AND THAT the Directors and/or the Secretary of the Company be hereby authorised to take all steps as are necessary and expedite in order to implement, finalise and give full effect to the Proposed Amendments." **(Special Resolution 1)**

#### 9. To transact any other business of which due notice shall have been received.

### NOTICE OF ENTITLEMENT DATE AND DIVIDEND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT subject to the approval of the shareholders at the Third AGM, the proposed final single tier dividend of 0.50 sen per ordinary share in respect of the financial year ended 31 December 2019, will be paid on 28 August 2020 to depositors registered in the Record of Depositors of the Company at the close of business on 14 August 2020.

A depositor shall qualify for entitlement only in respect of:-

- Shares transferred into the Depositor's Securities Account before 5.00 p.m. on 14 August 2020 in respect of ordinary transfers; or
- Shares bought on the Bursa Securities on a cum entitlement basis according to the Rules of the Bursa Securities.

BY ORDER OF THE BOARD

NG MEI WAN

(SSM Practising Certificate No.: 201908000801)/(MIA Member No.: 28862)

TAN HUI KHIM

(SSM Practising Certificate No.: 201908000859)/(License Secretary No.: LS 0009936)

Company Secretaries

Muar, Johor Darul Takzim

30 June 2020

### NOTES:

- Only depositors whose names appear in the Record of Depositors as at 22 July 2020 shall be regarded as members and be entitled to attend, participate, speak and vote at the Third AGM.
- A member shall be entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend, participate, speak and vote in his/her stead pursuant to Section 334 of the Act. There shall be no restriction as to the qualification of the proxy.
- Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("Omnibus Account"), there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each Omnibus Account it holds.
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholding to be represented by each proxy.
- Any alterations in the Proxy Form must be initiated by the member.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing. If the appointer is a corporation, the instrument must be executed under its Common Seal or under the hand of an attorney so authorised.
- In the event the member(s) duly executes the form of proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the Meeting as his/her proxy, provided always that the rest of the form of proxy, other than the particulars of the proxy, have been duly completed by the member(s).
- The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney, must be deposited at the Registered Office of the Company at No. 7 (1st Floor) Jalan Pesta 1/1 Taman Tun Dr. Ismail 1 Jalan Bakri 84000 Muar Johor not less than twenty-four (24) hours before the time appointed for holding this meeting or any adjournment thereof as Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Securities requires all resolutions set out in the Notice of Third AGM to vote by way of poll.

### EXPLANATORY NOTES TO THE AGENDA

#### 9. Item 1 of the Agenda

##### Audited Financial Statements

This Agenda item is meant for discussion only as the provision of Section 340(1) (a) of the Act does not require a formal approval of the shareholders and hence, is not put forward for voting.

#### 10. Item 2 of the Agenda - Ordinary Resolution 1

Directors' fees and benefits approved for the financial year ended 31 December 2019 was RM240,000.00. The Directors' fees and benefits proposed for the financial year ending 31 December 2020 are calculated based on the number of scheduled Board and Committee Meetings for 2020 and assuming that all the Directors will hold office until the end of the subject financial year.

This resolution is to facilitate payment of Directors' fees and benefits on a quarterly basis and/or as and when required. In the event the Directors' fees proposed are insufficient (e.g. due to more meetings), approval will be sought at the next AGM for additional fees and benefits to meet the shortfall.

#### 11. Item 6 of the Agenda - Ordinary Resolution 6

##### Proposed renewal of authority for Directors to Allot and Issue Shares pursuant to Section 75 of the Act

- The proposed Ordinary Resolution no. 6, if passed, will grant a mandate ("20% General Mandate") empowering the Directors of the Company, from the date of the Third AGM to allot and issue shares in the Company up to an amount not exceeding twenty percent (20%) of the total number of the issued share of the Company for the time being for such purposes as they may deem fit and in the interest of the Company. This authority, unless revoked or varied at a general meeting shall continue to be in full force until the conclusion of the next AGM of the Company.
- The 20% General Mandate is pursuant to temporary relief measures due to COVID-19 pandemic issued by Bursa Securities on 16 April 2020. The temporary relief measures may be utilised until 31 December 2021, after that the 10% limit under paragraph 6.03 (1) of the Main Market Listing Requirements of Bursa Securities will be reinstated.  
The Board of Directors is of the view that the 20% General Mandate is in the best interest of the Company and its shareholders due to unprecedented challenges from the COVID-19 impact, and the 20% General Mandate will enable the Company to raise higher fund more speedily during this challenging period to ensure sustainability of the Company's existing activities as well as funding for future investment activities.
- This mandate is a renewal of the previous mandate obtained at the last AGM held on 21 May 2019 which will expire at the conclusion of the forthcoming AGM.
- As at the date of this Notice, the Company did not issue any new ordinary shares based on the previous mandate obtained at the last AGM held on 21 May 2019.
- The 20% General Mandate, if granted will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding current and/or future investment project(s), working capital and/or acquisitions.

#### 12. Item 7 of the Agenda - Ordinary Resolution 7

##### Proposed authority for the Company to purchase its own shares

The Ordinary Resolution proposed under Item no. 7, if passed, will allow the Directors of the Company to exercise the power of the Company to purchase not more than ten percent (10%) of the issued share capital of the Company at any time within the time period stipulated in the Main Market Listing Requirements of Bursa Securities. This authority, unless revoked or varied by the Company at a general meeting, shall continue to be in full force until the conclusion of the next AGM of the Company.

Further details are set out in the Statement to Shareholders dated 30 June 2020.

#### 13. Item 8 of the Agenda - Special Resolution 1

##### Proposed Amendments to the Constitution of the Company

The proposed Special Resolution 1, if passed, will align the Constitution of the Company with the amendments made to the Act and to facilitate the capital raising in a timely and cost-effective manner and also to enhance administrative efficiency.

#### 14. ANNUAL REPORT

The Annual Report for the financial year ended 31 December 2019 is now available at the Company's corporate website, www.wegmans.com.my. Printed copy of the Annual Report shall be provided to the shareholders upon request soonest possible from the date of receipt of the request.

Shareholders who wish to receive the printed Annual Report may request at shares@tiitl.online by select "Request for Annual Report" under the "Investor Services" to submit the request form electronically or contacting Tricor Investor & Issuing House Services Sdn. Bhd. [197101000970 (11324-H)] at 03-27839299 or email your request to is.enquiry@my.tricorglobal.com.



# **WEGMANS HOLDINGS BERHAD**

Registration No. : 201701005154 (1219319 - D)  
(Incorporated in Malaysia)

## **ADMINISTRATIVE GUIDE FOR THE SHAREHOLDERS OF WEGMANS HOLDINGS BERHAD**

[201701005154 (1219319-D)]

**Date** : Wednesday, 29 July 2020  
**Time** : 11.00 a.m.  
**Meeting Venue** : BEI BOUTIQUE HOTEL, Centro Meeting Hall, Level 3, 8-3,  
Jalan Abdul Rahman, 84000 Muar, Johor Darul Takzim

**Dear Valued Shareholders,**

**RE: THIRD ANNUAL GENERAL MEETING ("3RD AGM") OF WEGMANS HOLDINGS BERHAD  
[201701005154 (1219319-D)] ("THE COMPANY")**

### **COVID-19 Outbreak Safety Measures**

1. In view of the COVID-19 outbreak, your safety remains our utmost priority. This Administrative Guide is necessary to introduce safety measures and control for the well-being of our shareholders as well as to enable the Company to comply with the Government and/or relevant authorities' directives and guidelines on public gatherings or events which may be issued from time to time.

### **Public Health Precaution and Preventive Measures**

2. In light of the COVID-19 outbreak, we appreciate if all shareholders, proxies and invited guests could take all the necessary precaution and preventive measures as issued by the Ministry of Health when attending the 3rd AGM.
3. If you have travelled overseas, especially to the affected countries in the past 14 days from the date of the 3rd AGM or have been in contact with a COVID-19 affected person or if you are unwell with sore throat, flu, fever, cough, aches and pains, nasal congestion, runny nose, diarrhoea or shortness of breath, please quarantine yourself at home. Under such circumstances, your attendance in person at the 3rd AGM will be denied. You are hereby strongly advised and encouraged to submit your Proxy Form prior to the 3rd AGM.

### **Pre-Registration to attend the 3rd AGM**

4. Further to the "Guidance and FAQs on the Conduct of General Meetings for Listed Issuers" issued by the Securities Commission Malaysia as revised on 11 June 2020, please find the additional guidance below on the requirements and method of participating in the 3rd AGM:
  - (a) Shareholders are required to register ahead of the 3rd AGM to allow the Company to make the necessary arrangements in relation to the meeting i.e. infrastructure, logistics and meeting venue(s) to accommodate the meeting participants.

# ADMINISTRATIVE GUIDE

## FOR THE SHAREHOLDERS OF WEGMANS HOLDINGS BERHAD

[201701005154 (1219319-D)] (CONT'D)

- (b) Please do read and follow the following procedures to pre-register your physical attendance at the 3rd AGM via the TIH Online website at <https://tiih.online> :
- Login in to TIH Online website with your user name (i.e. e-mail address) and password under the "e-Services". If you have not registered as a user of TIH Online, please refer to the tutorial guide posted on the homepage for assistance to sign up.
  - Select the corporate event: "**(REGISTRATION) WEGMANS 3RD AGM**".
  - Read and agree to the Terms & Conditions and confirm the Declaration.
  - Select "Register for Physical Attendance at Meeting Venue"
  - Review your registration and proceed to register.
  - System will send an e-mail to notify that your registration for "Physical Attendance at Meeting Venue" is received and will be verified.
  - After verification of your registration against the 3rd AGM's Record of Depositors, the system will send you an e-mail after **28 July 2020** to approve or reject your registration to attend physically at the Meeting Venue.
- (c) Please note that only a depositor whose name appears on the Record of Depositor as at **22 July 2020** shall be entitled to attend or appoint proxies to attend and/or vote on his/her behalf at the 3rd AGM.

### Before the 3rd AGM

5. At the entrance of **BEI BOUTIQUE HOTEL** and before a shareholder, proxy or an invited guest can proceed to the registration counter, he/she will have to go through a compulsory body temperature screening and will be required to provide his/her health declaration, specifically to facilitate the Company in preventing any potential spread of COVID-19.

### Procedures to be observed:

- You will NOT be allowed to enter **BEI BOUTIQUE HOTEL** if your body temperature is above 37.5°C or if you experience any symptoms of being unwell.
  - You will be required to provide health declaration prior to enter **BEI BOUTIQUE HOTEL**.
6. Wearing a face mask in advance and throughout the 3rd AGM proceedings is highly encouraged. Please be informed that the Company will not be providing face masks.
7. We strongly advise you to frequently wash your hands and use the hand sanitiser before and after the 3rd AGM. Hand sanitiser will be provided by the Company.

### Proxy

8. As a precautionary measure and due to safety reason, the shareholders are unable to present at the 3rd AGM on 29 July 2020 and hence he/she can appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the Proxy Form. Please submit your Proxy Form to the Company's Registered Office at No. 7 (1st Floor) Jalan Pesta 1/1 Taman Tun Dr. Ismail 1 Jalan Bakri 84000 Muar Johor not later than Tuesday, 28 July 2020 at 11.00 a.m.

# ADMINISTRATIVE GUIDE

## FOR THE SHAREHOLDERS OF WEGMANS HOLDINGS BERHAD

[201701005154 (1219319-D)] (CONT'D)

### Door Gift and Refreshment

9. To ensure social and physical distancing as well as a measure to reduce the number of crowd or attendees at the 3rd AGM in accordance with the guidelines issued by the Ministry of Health in relation to the COVID-19 outbreak, there will be no distribution of door gifts and there will be no refreshment provided to shareholders, proxies and invited guests who attend the 3rd AGM.

### Enquiry

10. If you have any enquiry prior to the 3rd AGM, please contact the following officers during office hours from 9.00 a.m. to 5.00 p.m. (Monday to Friday):

Wegmans Holdings Berhad	Telephone Number	: 06-9867 897
	Fax Number	: 06-986 5117
	Email address	: kohrc@wegmansfurniture.com
Tricor Investor & Issuing House Services Sdn. Bhd.	Telephone Number	: 03-2783 9299
	Fax Number	: 03-2783 9222
	Email address	: is.enquiry@my.tricorglobal.com

Thank you.

**NG MEI WAN**

*(SSM Practicing Certificate No.: 201908000801)(MIA Member No.: 28862)*

**TAN HUI KHIM**

*(SSM Practicing Certificate No.: 201908000859)(License Secretary No.: LS 0009936)*

Company Secretaries

Muar, Johor Darul Takzim

30 June 2020